

VORNADO REALTY TRUST
Form 4
May 26, 2015

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
GREENBAUM DAVID R

2. Issuer Name and Ticker or Trading Symbol
VORNADO REALTY TRUST
[VNO]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
888 SEVENTH AVENUE
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
05/21/2015

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
President - NY Office Division

NEW YORK, NY 10019

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (D) | Price |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of Derivative Securities Acquired | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|---|--|---|
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|---|--|---|

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| (Instr. 3) | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) | (A) or (D) | (A) or (D) | (A) or (D) | (A) or (D) | (A) or (D) | (A) or (D) | (A) or (D) | (A) or (D) |
|------------------|------------------------------|------------------|------------|------------|----------------|------------------|-----------------|---------------|---------------------------|------------|------------|
| | | | | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Share | | |
| Restricted Units | (1) | 05/21/2015 | M | | 6,169 | (2) | (2) | Common Shares | 6,169 | | |
| Restricted Units | (3) | 05/21/2015 | M | | 3,769 (14) | (4) | (4) | Common Shares | 3,769 | | |
| Restricted Units | (5) | 05/21/2015 | M | | 4,281 (14) | (6) | (6) | Common Shares | 4,281 | | |
| Restricted Units | (7) | 05/21/2015 | M | | 10,135 (14) | (8) | (8) | Common Shares | 10,135 | | |
| LTIP Unit | (9) | 05/21/2015 | M | | 8,765 (14) | (9)(10) | (9) | Common Shares | 8,765 | | |
| LTIP Units | (9) | 05/21/2015 | M | | 1,026 (14) | (9)(11) | (9) | Common Share | 1,026 | | |
| Class A Units | (12) | 05/21/2015 | M | 34,145 | | (13) | (13) | Common Shares | 34,145 | | |
| Class A Units | (12) | | | | | (13) | (13) | Common Shares | 49,817 | | |
| Class A Units | (12) | | | | | (13) | (13) | Common Shares | 1,520 | | |
| Class A Units | (12) | | | | | (13) | (13) | Common Shares | 1,520 | | |
| Class A Units | (12) | | | | | (13) | (13) | Common Shares | 12,948 | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| GREENBAUM DAVID R 888 SEVENTH AVENUE NEW YORK, NY 10019 | | | President - NY Office Division | |

Signatures

/s/ Steven Santora, Attorney
in Fact 05/26/2015

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- On March 7, 2007, the reporting person received a grant of restricted units (the "Restricted Units") of Vornado Realty L.P. (the "Operating Partnership"), the operating partnership of the Issuer. These Restricted Units are being converted into Class A Units of the
- (1) Operating Partnership ("Class A Units") on a one for one basis pursuant to their terms. Class A Units are redeemable (subject to certain limitations set forth in the Operating Partnership limited partnership agreement) by the holder for cash or, at the issuer's election, Common Shares of the Issuer on a one for one basis or the cash value of such shares.
 - (2) These Restricted Units vested in equal portions over a five-year period. The initial vesting occurred on March 7, 2008.
 - (3) On February 28, 2011, the reporting person received a grant of Restricted Units of the Operating Partnership. These Restricted Units are being converted into Class A Units on a one for one basis pursuant to their terms.
 - (4) These Restricted Units vested in equal portions over a four-year period. The initial vesting occurred on February 27, 2012.
 - (5) On March 30, 2012, the reporting person received a grant of Restricted Units of the Operating Partnership. These Restricted Units are being converted into Class A Units on a one for one basis pursuant to their terms.
 - (6) These Restricted Units vest in equal portions over a four-year period. The initial vesting occurred on February 27, 2013.
 - (7) On March 15, 2013, the reporting person received a grant of Restricted Units of the Operating Partnership. These Restricted Units are being converted into Class A Units on a one for one basis pursuant to their terms.
 - (8) These Restricted Units vest in equal portions over a four-year period. The initial vesting occurred on February 27, 2014.
- The LTIP Units are a class of units of the Operating Partnership conditioned upon minimum allocations to the capital accounts of the LTIP Units for federal income tax purposes. The LTIP Units are convertible by the reporting person, upon vesting, into an equivalent number of Class A Units of the Operating Partnership, which are redeemable (subject to certain limitations set forth in the Operating Partnership limited partnership agreement), by the holder for Common Shares of the Issuer on a one-for-one basis or the cash value of such shares, at the Issuer's option. The rights to convert LTIP Units into Class A Units and redeem Class A Units do not have expiration dates.
- (9) Other than 2,545, LTIP Units to be issued to the reporting person under the Plan based upon a dividend accrual, earned LTIP Units will vest one-third on each of March 30, 2015, 2016 and 2017.
 - (10) Other than 1,026, LTIP Units to be issued to the reporting person under the Plan based upon a dividend accrual, earned LTIP Units will vest one-third on each of March 15, 2016, 2017 and 2018.
 - (11) Class A Units are redeemable (subject to certain limitations set forth in the Operating Partnership limited partnership agreement) by the holder for cash or, at the issuer's election, Common Shares of the issuer on a one for one basis or the cash value of such shares.
 - (12) These Class A Units are immediately redeemable (subject to certain limitations set forth in the Operating Partnership limited partnership agreement) by the holder for cash or, at the issuer's election, Common Shares of the Issuer on a one for one basis or the cash value of such shares. Class A Units do not have expiration dates.
 - (13) On January 15, 2015, Vornado Realty Trust ("Vornado") completed the spin-off of Urban Edge Properties ("UEP"), with each holder of outstanding Class A Units of the Issuer receiving one common share of UEP for every two Class A Units. At the same time, pursuant to anti-dilution provisions of Vornado's 2010 Omnibus Share Plan, holders of unvested Restricted Units and LTIP Units received an additional .1059456 Unit for each unvested Unit owned as of the record date for the distribution.
 - (14) These Class A Units are held by DL Investments LLC, an entity in which Mr. Greenbaum and his spouse own 100%. Mr. Greenbaum disclaims beneficial ownership of these units except to the extent of his pecuniary interest.
 - (15) These Class A Units are held by a trust for the benefit of Jessica Greenbaum, Mr. Greenbaum's daughter. Mr. Greenbaum disclaims beneficial ownership of these units.
 - (16) These Class A Units are held by a trust for the benefit of Allison Greenbaum, Mr. Greenbaum's daughter. Mr. Greenbaum disclaims beneficial ownership of these units.
 - (17) These Class A Units are owned by Mr. Greenbaum's spouse (both directly and indirectly). Mr. Greenbaum disclaims beneficial ownership of these units.
 - (18)

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.